



State of Missouri

Matt Blunt, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

Articles of Merger

(Submit in duplicate with filing fee of \$30)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. That _____ of _____
(Name of Corporation) (Parent State)
- _____ of _____
(Name of Corporation) (Parent State)
- and _____ of _____
(Name of Corporation) (Parent State)

are hereby merged and that the above named _____
is the surviving corporation. (Name of Corporation)

2. That the Board of Directors of each of the above-named corporations met, and by resolution adopted by a majority vote of the members of such boards approved the Plan of Merger set forth in these Articles.
3. The Plan of Merger thereafter was submitted to a vote at a meeting of the shareholders of each of the above-named corporations, and at such meeting the following votes were recorded:

<u>Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number voting for plan</u>	<u>Number voting against plan</u>

4. If the above-named surviving corporation is to be governed by the laws of any state other than Missouri, the surviving corporation agrees that it will promptly pay to the dissenting shareholders of any Missouri Corporation which is a party to this merger the amount, if any, to which they shall be entitled under provisions of Missouri law with respect to the rights of dissenting shareholders. It also agrees that it may be served with process in this state, and irrevocably appoints the Missouri Secretary of State as its agent to accept service of process in any proceeding based upon any cause of action against any such Missouri corporation arising in this state prior to the issuance of the certificate of merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Missouri corporation against the surviving corporation. The address to which the service of process in any such proceeding shall be mailed is:
- _____

5. PLAN OF MERGER

1. _____ of _____
is the survivor.

2. All of the property, rights, privileges, leases and patents of the _____
_____ Corporation and
_____ Corporation

are to be transferred to and become the property of _____

_____ the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of _____ shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.

4. The outstanding shares of _____ shall be exchanged for shares of _____ on the following basis:

5. The outstanding shares of _____ shall be exchanged for shares of _____ on the following basis:

6. The articles of Incorporation of the survivor are/are not amended as follows:

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

CORPORATE SEAL

Name of Corporation

By _____
President or Vice President

ATTEST:

Printed Name Date

Secretary or Assistant Secretary

CORPORATE SEAL

Name of Corporation

By _____
President or Vice President

ATTEST:

Printed Name Date

Secretary or Assistant Secretary

CORPORATE SEAL

Name of Corporation

By _____
President or Vice President

ATTEST:

Printed Name

Date

Secretary or Assistant Secretary

State of _____ }
County of _____ } ss

I, _____, a Notary Public,
do hereby certify that on _____ personally appeared before me
_____ who being by me first duly sworn, declared
that he/she is the _____
of _____
that he/she signed the foregoing documents as _____ of the corporation, and
that the statements therein contained are true.

(Notarial Seal or Stamp)

Notary Public

My commission expires _____

My County of Commission _____

State of _____ }
County of _____ } ss

I, _____, a Notary Public,
do hereby certify that on _____ personally appeared before me
_____ who being by me first duly sworn, declared
that he/she is the _____
of _____
that he/she signed the foregoing documents as _____ of the corporation, and t
that the statements therein contained are true.

(Notarial Seal or Stamp)

Notary Public

My commission expires _____

My County of Commission _____

State of _____ }
County of _____ } ss

I, _____, a Notary Public,
do hereby certify that on _____ personally appeared before me
_____ who being by me first duly sworn, declared
that he/she is the _____
of _____
that he/she signed the foregoing documents as _____ of the corporation, and t
that the statements therein contained are true.

(Notarial Seal or Stamp)

Notary Public

My commission expires _____

My County of Commission _____